

UNITED STATES BANKRUPTCY COURT
DISTRICT OF OREGON

In re
Aspen Lakes Golf Course, L.L.C.
Debtor(s)

)
) Case No. 18-32265-tmb11
)
) RULE 2014 VERIFIED STATEMENT
) FOR PROPOSED PROFESSIONAL

Note: To file an amended version of this statement per ¶19, file a fully completed amended Rule 2014 statement on LBF #1114 and clearly identify any changes from the previous filed version.

1. The applicant is not a creditor of the debtor except:

N/A

2. The applicant is not an equity security holder of the debtor.
3. The applicant is not a relative of the individual debtor.
4. The applicant is not a relative of a general partner of the debtor (whether the debtor is an individual, corporation, or partnership).
5. The applicant is not a partnership in which the debtor (as an individual, corporation, or partnership) is a general partner.
6. The applicant is not a general partner of the debtor (whether debtor is an individual, corporation, or partnership).
7. The applicant is not a corporation of which the debtor is a director, officer, or person in control.
8. The applicant is not and was not, within two years before the date of the filing of the petition, a director, officer, or employee of the debtor.
9. The applicant is not a person in control of the debtor.
10. The applicant is not a relative of a director, officer or person in control of the debtor.
11. The applicant is not the managing agent of the debtor.
12. The applicant is not and was not an investment banker for any outstanding security of the debtor; has not been, within three years before the date of the filing of the petition, an investment banker for a security of the debtor, or an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of the debtor; and is not and was not, within two years before the date of the filing of the petition, a director, officer, or employee of such an investment banker.
13. The applicant has read 11 U.S.C. §101(14) and §327, and FRBP 2014(a); and the applicant's firm has no connections with the debtor(s), creditors, any party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee, or any District of Oregon Bankruptcy Judge, except as follows:

A member of the business operations team in the firm's Seattle office served as a legal assistant to Judge David W. Hercher when he was in private practice from 1993 - 1997. Stephen Rahe, law clerk to Judge Trish Brown, served as an associate at Perkins Coie LLP from 2011 - 2014.

14. The applicant has no interest materially adverse to the interest of the estate or of any class of creditors or equity security holders.
15. Describe details of all payments made to you by either the debtor or a third party for any services rendered on the debtor's behalf within a year prior to filing of this case:
Applicant received three retainer payments for or on behalf of the Debtor prior to the petition date, initially to oppose GT Capital's efforts in state court to obtain appointment of a receiver, and subsequently to prepare and file three Chapter 11 cases and associated materials: (1) \$20,000 from Aspen Lakes Golf Course LLC on May 29, 2018; (2) \$50,000 from Triple C Farms LLC on June 25, 2018; and (3) \$20,000 from Triple C Farms LLC on June 27, 2018. These three retainers were drawn entirely prior to the filing of the bankruptcy petitions.
16. The debtor has the following affiliates (as defined by 11 U.S.C. §101(2)). Please list and explain the relationship between the debtor and the affiliate: **(entities share common ownership by Cyrus')**
Wildhorse Meadows LLC - owns the land where the Aspen Lakes Golf Course is located.
Aspen Lakes Golf Course, L.L.C. - owner/operator of the golf course.
Aspen Investments, L.L.C. - owns land adjacent to golf course and other farm land.
Aspen Lakes Utility Company, L.L.C. - owns/operates utility supplying water/sewer to properties.
Sisters Aggregate & Construction, L.L.C. - owns older excavation equipment.
K-C Ranch LLC - owns farm equip. and 900 acres of land. Triple C Farms LLC - owns farm land/equip.
17. The applicant is not an affiliate of the debtor.
18. Assuming any affiliate of the debtor is the debtor for purposes of statements 4-13, the statements continue to be true except (list all circumstances under which proposed counsel or counsel's law firm has represented any affiliate during the past 18 months; any position other than legal counsel which proposed counsel holds in either the affiliate, including corporate officer, director, or employee; and any amount owed by the affiliate to proposed counsel or its law firm at the time of filing, and amounts paid within 18 months before filing):
[NEW] Prior to the Petition Date, applicant jointly represented affiliates Aspen Lakes Utility Company, L.L.C. and Sisters Aggregate & Construction, L.L.C. with co-debtors Wildhorse Meadows, Aspen Lakes Golf Course and Aspen Investments in a state court receivership action. Representation of Aspen Lakes Utility Company and Sisters Aggregate & Construction has terminated. Applicant will represent Aspen Lakes Golf Course and Aspen Investments. Applicant will also continue to represent Wildhorse Meadows until the Court approves replacement counsel.
19. The applicant hereby acknowledges that he/she has a duty during the progress of the case to keep the court informed of any change in the statement of facts which appear in this verified statement. In the event that any such changes occur, the applicant immediately shall file with the court an amended verified statement on LBF #1114, with the caption reflecting that it is an amended Rule 2014 statement and any changes clearly identified.

THE FOLLOWING QUESTIONS NEED BE ANSWERED ONLY IF AFFILIATES HAVE BEEN LISTED IN STATEMENT 16.

20. List the name of any affiliate which has ever filed bankruptcy, the filing date, and court where filed:
See attached.

21. List the names of any affiliates which have guaranteed debt of the debtor or whose debt the debtor has guaranteed. Also include the amount of the guarantee, the date of the guarantee, and whether any security interest was given to secure the guarantee. Only name those guarantees now outstanding or outstanding within the last 18 months:

Certain of the Debtor's debtor and non-debtor affiliates identified in paragraph 16, above, may have guaranteed the debts of the Debtor. Applicant is currently undergoing a review of such documentation, and will provide a further response, including within the Debtor's Schedules, as additional information becomes available.

22. List the names of any affiliates which have a debtor-creditor relationship with the debtor. Also include the amount and date of the loan, the amount of any repayments on the loan and the security, if any. Only name those loans now outstanding or paid off within the last 18 months:

Various affiliates have a debtor-creditor relationship with the Debtors. For instance, Aspen Lakes Golf Course, L.L.C. leases property owned by Wildhorse Meadows LLC, where it owns and operates a golf course and restaurant. The various intercompany loans and transactions will be identified in greater detail in the Debtors' Schedules and Statement of Financial Affairs.

23. List any security interest in any property granted by the debtor to secure any debts of any affiliate not covered in statements 20 and 21. List any security interest in any property granted by the affiliate to secure any debts of the debtor not covered in statements 21 and 22. Also include the collateral, the date and nature of the security interest, the name of the creditor to whom it was granted, and the current balance of the underlying debt:

24. List the name of any affiliate who is potentially a "responsible party" for unpaid taxes of the debtor under 26 U.S.C. §6672:

I verify that the above statements are true to the extent of my present knowledge and belief.

/s/ Douglas R. Pahl

Applicant

**Attachment to
Rule 2014 Verified Statement for Proposed Professional**

20. List the name of any affiliate which has ever filed bankruptcy, the filing date, and court where filed:

Wildhorse Meadows, LLC	01/20/2011	District of Oregon
Wildhorse Meadows, LLC	06/27/2018	District of Oregon
Aspen Investments, L.L.C.	06/27/2018	District of Oregon